



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2009  
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [ ]		Property/Casualty [ ]		Dental Service Corporation [ ]	
	Vision Service Corporation [ ]		Other [ ]		Health Maintenance Organization [ X ]	
	Hospital, Medical & Dental Service or Indemnity [ ]				Is HMO, Federally Qualified? Yes [ ] No [ X ]	
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004	
Statutory Home Office	1333 Gratiot, Ste 400			Detroit, MI 48207		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400		Detroit, MI 48207			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.omnicarehealthplan.com					
Statutory Statement Contact	Kenyata J. Rogers			313-465-1519		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	KJRogers@cvty.com			313-465-1604		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller	Shirley Ann Roquemore Smith	Secretary

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary		

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Paul C. Conlin #	Tiawauna Lowe	Claudia Bjerre #
Ernestine Romero	William R. Rooney #		

State of .....Michigan.....  
County of .....Wayne.....

ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller
a. Is this an original filing? Yes [ X ] No [ ]		
b. If no:		
1. State the amendment number 0		
2. Date filed		
3. Number of pages attached 0		

Subscribed and sworn to before me this  
day of ,

,

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE OmniCare Health Plan, Inc.

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	18,470,471		18,470,471	18,649,292
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ ..... (2,462,822) ), cash equivalents (\$ .....1,339,568 ) and short-term investments (\$ .....19,323,608 ).....	18,200,353		18,200,353	15,713,094
6. Contract loans (including \$ .....premium notes).....			0	0
7. Other invested assets .....	0		0	0
8. Receivables for securities .....			0	0
9. Aggregate write-ins for invested assets .....	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	36,670,824	0	36,670,824	34,362,386
11. Title plants less \$ .....charged off (for Title insurers only).....			0	0
12. Investment income due and accrued .....	236,323		236,323	246,173
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....earned but unbilled premiums).....			0	0
13.3 Accrued retrospective premiums.....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	404,710		404,710	470,480
14.2 Funds held by or deposited with reinsured companies .....			0	0
14.3 Other amounts receivable under reinsurance contracts .....			0	0
15. Amounts receivable relating to uninsured plans .....			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
16.2 Net deferred tax asset.....	316,154	27,261	288,893	288,893
17. Guaranty funds receivable or on deposit .....			0	0
18. Electronic data processing equipment and software.....	2,652	2,652	0	0
19. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	43,482	43,482	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
21. Receivables from parent, subsidiaries and affiliates .....	0		0	1,399,421
22. Health care (\$ .....2,499,482 ) and other amounts receivable.....	2,592,895	19,721	2,573,174	1,826,666
23. Aggregate write-ins for other than invested assets .....	121,244	121,244	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	40,388,284	214,360	40,173,924	38,594,019
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
26. Total (Lines 24 and 25)	40,388,284	214,360	40,173,924	38,594,019
<b>DETAILS OF WRITE-INS</b>				
0901. ....			0	
0902. ....			0	
0903. ....			0	
0998. Summary of remaining write-ins for Line 9 from overflow page .....	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0	0	0
2301. Leasehold Improvements.....	226	226	0	0
2302. Prepaid Expenses.....	99,786	99,786	0	0
2303. Vehicles.....	21,232	21,232	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	121,244	121,244	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded).....	16,995,029		16,995,029	16,797,871
2. Accrued medical incentive pool and bonus amounts .....	538,394		538,394	256,719
3. Unpaid claims adjustment expenses .....	177,341		177,341	163,356
4. Aggregate health policy reserves .....			0	0
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....			0	0
9. General expenses due or accrued .....	914,073		914,073	392,293
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....14,284 on realized gains (losses)) .....	19,195		19,195	145,108
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....	69,385		69,385	16,940
13. Remittances and items not allocated .....			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	130,656		130,656	0
16. Payable for securities .....			0	0
17. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers) .....			0	0
18. Reinsurance in unauthorized companies .....			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
20. Liability for amounts held under uninsured plans .....			0	0
21. Aggregate write-ins for other liabilities (including \$ ..... current) .....	0	0	0	0
22. Total liabilities (Lines 1 to 21).....	18,844,073	0	18,844,073	17,772,287
23. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
24. Common capital stock .....	XXX	XXX	10	10
25. Preferred capital stock .....	XXX	XXX		0
26. Gross paid in and contributed surplus .....	XXX	XXX	16,600,990	16,600,990
27. Surplus notes .....	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
29. Unassigned funds (surplus) .....	XXX	XXX	4,728,851	4,220,732
30. Less treasury stock, at cost:				
30.1 .....shares common (value included in Line 24 \$ ..... ) .....	XXX	XXX		0
30.2 .....shares preferred (value included in Line 25 \$ ..... ) .....	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30) .....	XXX	XXX	21,329,851	20,821,732
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	40,173,924	38,594,019
DETAILS OF WRITE-INS				
2101. ....			0	
2102. ....			0	
2103. ....			0	
2198. Summary of remaining write-ins for Line 21 from overflow page .....	0	0	0	0
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	0	0	0	0
2301. ....	XXX	XXX		
2302. ....	XXX	XXX		
2303. ....	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page .....	XXX	XXX	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801. ....	XXX	XXX		
2802. ....	XXX	XXX		
2803. ....	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page .....	XXX	XXX	0	0
2899. Totals (Lines 2801 through 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	488,373	496,040	659,957
2. Net premium income (including \$ non-health premium income).....	XXX	140,806,088	131,220,140	177,558,026
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0	0
4. Fee-for-service (net of \$ medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	(2,486,636)	(7,064,178)	(9,544,627)
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	138,319,452	124,155,962	168,013,399
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		91,879,362	83,781,878	113,969,560
10. Other professional services .....		5,161,960	4,814,473	6,472,359
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....		8,467,228	8,806,183	10,867,644
13. Prescription drugs .....		15,943,337	15,082,412	20,327,958
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....		762,677	472,478	582,051
16. Subtotal (Lines 9 to 15) .....	0	122,214,564	112,957,424	152,219,572
<b>Less:</b>				
17. Net reinsurance recoveries .....		(65,770)	97,035	147,399
18. Total hospital and medical (Lines 16 minus 17) .....	0	122,280,334	112,860,389	152,072,173
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		1,708,995	1,572,720	2,110,068
21. General administrative expenses.....		14,591,052	10,080,023	12,693,853
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only) .....			0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	138,580,381	124,513,132	166,876,094
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(260,929)	(357,170)	1,137,305
25. Net investment income earned .....		646,752	1,059,989	1,342,072
26. Net realized capital gains (losses) less capital gains tax of \$.....		47,450	(127,067)	(127,067)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	694,202	932,922	1,215,005
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ) (amount charged off \$ )] .....			0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	433,273	575,752	2,352,310
31. Federal and foreign income taxes incurred .....	XXX	39,389	69,090	255,569
32. Net income (loss) (Lines 30 minus 31) .....	XXX	393,884	506,662	2,096,741
<b>DETAILS OF WRITE-INS</b>				
0601. WIC Revenue - Monthly Admin Fees.....	XXX	90,147	84,125	(9,652,930)
0602. QAAP Assessment.....	XXX	(2,576,783)	(7,148,303)	108,303
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	(2,486,636)	(7,064,178)	(9,544,627)
0701. ....	XXX		0	0
0702. ....	XXX		0	0
0703. ....	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0	0
1401. ....			0	0
1402. ....			0	0
1403. ....			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0	0
2901. ....			0	0
2902. ....			0	0
2903. ....			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	20,821,732	26,608,937	26,608,937
34. Net income or (loss) from Line 32 .....	393,884	506,662	2,096,741
35. Change in valuation basis of aggregate policy and claim reserves .....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....	0	0	1,365
39. Change in nonadmitted assets .....	114,235	239,955	114,689
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....		0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles .....		0	0
44. Capital Changes:			
44.1 Paid in .....		0	0
44.2 Transferred from surplus (Stock Dividend) .....		0	0
44.3 Transferred to surplus .....		0	0
45. Surplus adjustments:			
45.1 Paid in .....		0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....		(8,000,000)	(8,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47) .....	508,119	(7,253,383)	(5,787,205)
49. Capital and surplus end of reporting period (Line 33 plus 48)	21,329,851	19,355,554	20,821,732
DETAILS OF WRITE-INS			
4701. ....		0	0
4702. ....		0	0
4703. ....		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance.....	140,806,088	177,558,026
2. Net investment income .....	748,032	1,533,298
3. Miscellaneous income .....	(3,264,199)	(9,326,618)
4. Total (Lines 1 to 3) .....	138,289,921	169,764,706
5. Benefit and loss related payments .....	121,651,380	152,171,098
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	15,764,282	15,162,837
8. Dividends paid to policyholders .....		0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	165,302	233,927
10. Total (Lines 5 through 9) .....	137,580,964	167,567,862
11. Net cash from operations (Line 4 minus Line 10) .....	708,957	2,196,844
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	650,366	10,917,921
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7 Miscellaneous proceeds .....	0	76,622
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	650,366	10,994,543
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	515,525	7,485,527
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	0	0
13.6 Miscellaneous applications .....	0	1,161,449
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	515,525	8,646,976
14. Net increase (or decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	134,841	2,347,567
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	8,000,000
16.6 Other cash provided (applied).....	1,643,461	(1,627,200)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	1,643,461	(9,627,200)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	2,487,259	(5,082,789)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	15,713,094	20,795,883
19.2 End of period (Line 18 plus Line 19.1)	18,200,353	15,713,094

STATEMENT AS OF SEPTEMBER 30, 2009 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	54,707	.0	.0	.0	.0	.0	.0	.0	54,707	.0
2 First Quarter .....	54,522	.0	.0	.0	.0	.0	.0	.0	54,522	.0
3 Second Quarter .....	53,590	.0	.0	.0	.0	.0	.0	.0	53,590	.0
4. Third Quarter .....	54,677								54,677	
5. Current Year	0									
6 Current Year Member Months	488,373								488,373	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	318,017								318,017	
8. Non-Physician .....	55,895								55,895	
9. Total	373,912	0	0	0	0	0	0	0	373,912	0
10. Hospital Patient Days Incurred	26,819								26,819	
11. Number of Inpatient Admissions	6,077								6,077	
12. Health Premiums Written (a) .....	141,637,318								141,637,318	
13. Life Premiums Direct .....	.0								.0	
14. Property/Casualty Premiums Written .....	.0								.0	
15. Health Premiums Earned .....	.0								.0	
16. Property/Casualty Premiums Earned .....	.0								.0	
17. Amount Paid for Provision of Health Care Services .....	121,735,733								121,735,733	
18. Amount Incurred for Provision of Health Care Services	122,214,564								122,214,564	

(a) For heath premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

## CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]



UNDERWRITING AND INVESTMENT EXHIBIT  
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid .....	13,466,229	107,948,188	197,445	16,797,584	13,663,674	16,797,871
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	13,466,229	107,948,188	197,445	16,797,584	13,663,674	16,797,871
10. Health care receivables (a) .....		93,816			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....	255,195	225,707	27,371	511,023	282,566	256,719
13. Totals	13,721,424	108,080,079	224,816	17,308,607	13,946,240	17,054,590

(a) Excludes \$ ..... loans or advances to providers not yet expensed.

## NOTES TO FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies

#### A. Basis of Presentation

The accompanying financial statements of the Plan have been prepared in conformity with the NAIC Accounting Practices and Procedures manual except to the extent that Michigan law differs.

At September 30, 2009 and December 31, 2008, healthcare receivables consist of provider advances and capitation premium, maternity case rates, and reimbursement of certain drug costs due from the Michigan Department of Community Health. At September 30, 2009 and December 31, 2008, provider advances of \$1,154 and \$12 respectively, were non-admitted in accordance with the accounting practices and procedures prescribed by the Michigan Office of Financial and Insurance Regulation. Such provider advances would have been admitted pursuant to NAIC statutory accounting practices and procedures. The effect of having non-admitted the provider advances was a \$1,154 and \$123 reduction of the Plan's statutory surplus at September 30, 2009 and December 31, 2008, respectively.

Net income Michigan State Basis	\$393,884
State Prescribed Practice	
Disallowance of Provider Advances	0
Net Income, NAIC SAP	\$393,884
Statutory Surplus Michigan Basis	\$21,329,851
State Prescribed Practices	
Disallowance of Provider Advances	1,154
Statutory Surplus, NAIC SAP	\$21,331,005

B. -C. No Significant changes from prior year end.

### 2. Accounting Changes and Corrections of Errors

No significant changes from prior year end

### 3. Business Combinations and Goodwill

No significant changes from prior year end

### 4. Discontinued Operations

No significant changes from prior year end

### 5. Investments

A - C. No significant changes from prior year end.

D. Not applicable.

E - G. No significant changes from prior year end.

### 6. Joint Ventures, Partnerships, or Limited Liability Companies

No significant changes from prior year end

### 7. Investment Income

No significant changes from prior year end

### 8. Derivative Instruments

No significant changes from prior year end

### 9. Income Taxes

No significant changes from prior year end

### 10. Information Concerning Parent, Subsidiaries, and Affiliates

No significant changes from prior year end

### 11. Debt

No significant changes from prior year end

### 12. Retirement Plans, Deferred Compensation, Post Retirement Benefits and Compensated

## NOTES TO FINANCIAL STATEMENTS

### **Absences and Other Post Retirement Benefits Plan**

No significant changes from prior year end

### **13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

No significant changes from prior year end

### **14. Contingencies**

No significant changes from prior year end

### **15. Leases**

The Plan leases its office space. The Plan signed an agreement in November 2009 extending its initial lease terms for an additional three years. The aggregate future payments under the terms of this agreement is \$665,010. Minimum lease payments for each of the future three years are as follows: 2010 - \$234,604, 2011 - \$261,908, and 2012 - \$168,498.

### **16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk**

No significant changes from prior year end.

### **17. Sales, transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

A - B. No significant changes from prior year end.

C Not Applicable

### **18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion Of Partially Insured Plans**

No significant changes from prior year end

### **19. Direct Premiums Written/Produced by Managing General Agents/Third Party Administrators**

No significant changes from prior year end

### **20. Other Items**

No significant changes from prior year end

### **21. Events Subsequent**

No significant changes from prior year end

### **22. Reinsurance**

No significant changes from prior year end

### **23. Retrospectively Rated Contracts & Contracts subject to Redetermination**

No significant changes from prior year end

### **24. Change in Incurred Claims and Claims Adjustment Expense**

Reserves for incurred claims and claim adjustment expenses attributable to insured events of prior years decreased \$3,108,352. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

### **25. Intercompany Pooling Arrangements**

No significant changes from prior year end

### **26. Structured Settlement**

No significant changes from prior year end

### **27. Health Care Receivable**

No significant changes from prior year end

### **28. Participating Policies**

No significant changes from prior year end

### **29. Premium Deficiency Reserves**

No significant changes from prior year end

## NOTES TO FINANCIAL STATEMENTS

**30. Anticipated Salvage and Subrogation**

No significant changes from prior year end

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior-year, end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2005
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2005
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/24/2006
- 6.4

By what department or departments?

Office of Financial & Insurance regulation
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [X] No [ ]  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:  
.....

9.2 Has the code of ethics for senior managers been amended? ..... Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).  
.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes [ ] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$ .....

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:  
.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: .....\$ .....0

13. Amount of real estate and mortgages held in short-term investments: .....\$ .....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [ ] No [X]

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ .....	\$ .....
14.22 Preferred Stock .....	\$ .....	\$ .....
14.23 Common Stock .....	\$ .....	\$ .....
14.24 Short-Term Investments .....	\$ .....	\$ .....
14.25 Mortgage Loans on Real Estate .....	\$ .....	\$ .....
14.26 All Other .....	\$ .....	\$ .....
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....0	\$ .....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ ]

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? .....

Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Citigroup, N.A.....	3800 Citigroup Center, Building B 02/08, Tampa, FL 33610-9122.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? .....

Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107423.....	Conning..& Company.....	185 Asylum Street, City Place II, Hartford, CT...06103-4105.....
25995.....	Citigroup...N.A.....	3800 Citigroup Center, Building B 02/08, Tampa, FL...33610-9122.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? .....

Yes [X] No [ ]

17.2 If no, list exceptions:

.....

## Showing All New Reinsurance Treaties - Current Year to Date

12



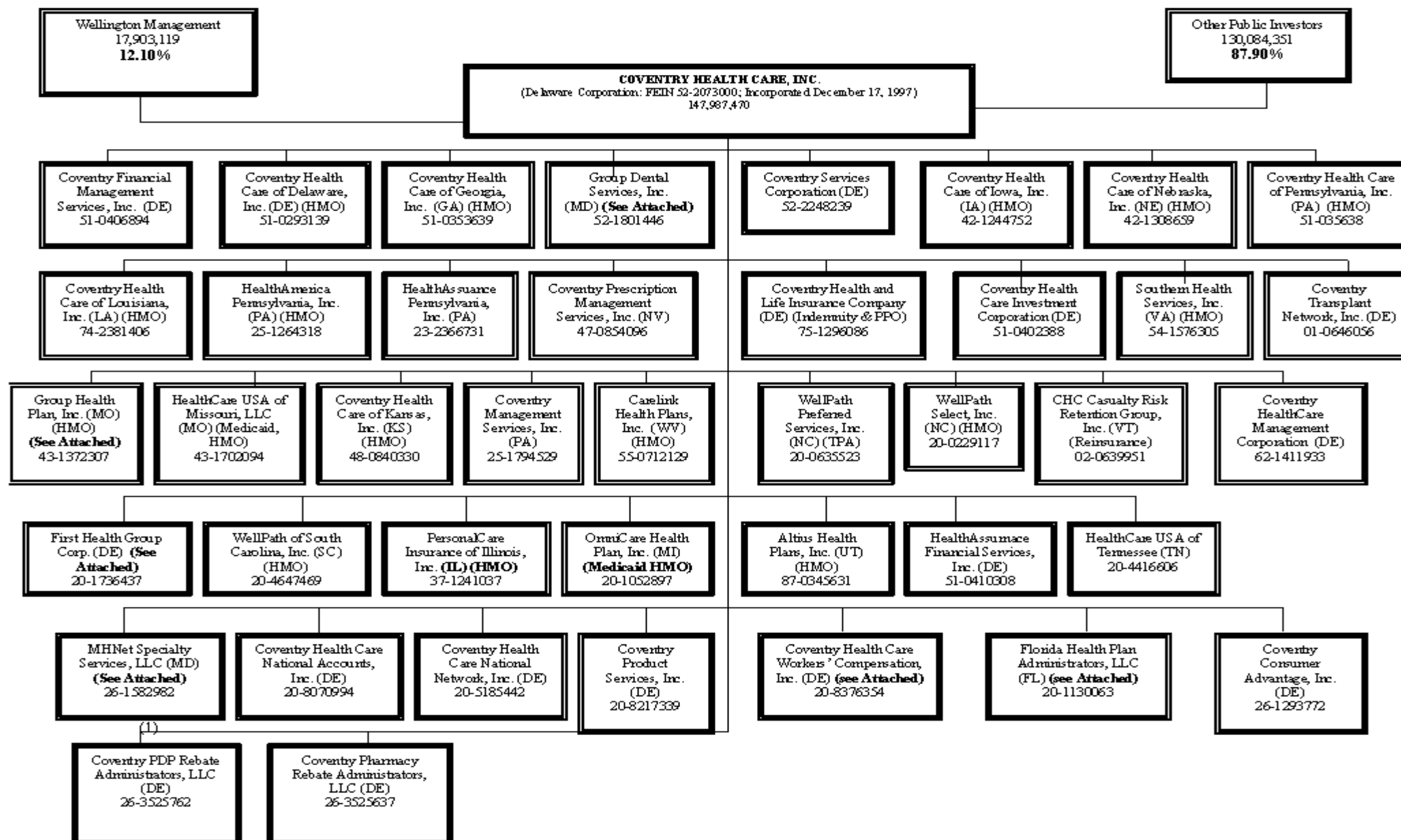
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. of Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L		141,637,318				141,637,318		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	0	141,637,318	0	0	0	141,637,318	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	0	0	141,637,318	0	0	0	141,637,318	0	
DETAILS OF WRITE-INS										
5801.	XXX							0		
5802.	XXX							0		
5803.	XXX							0		
5898. Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	

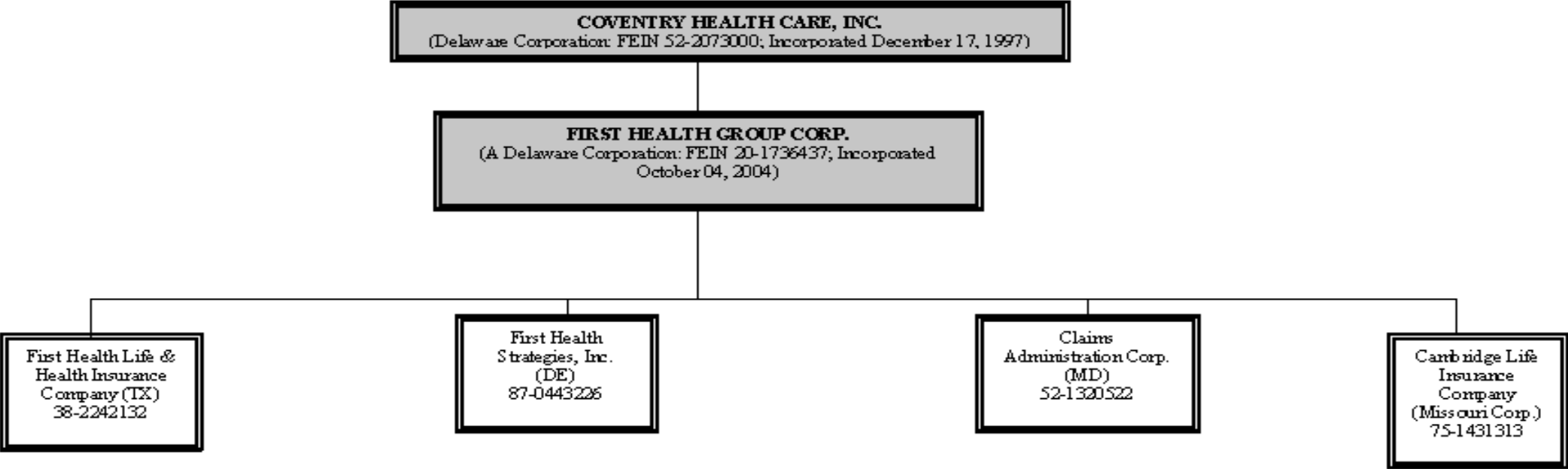
(a) Insert the number of L responses except for Canada and other Alien.

# SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

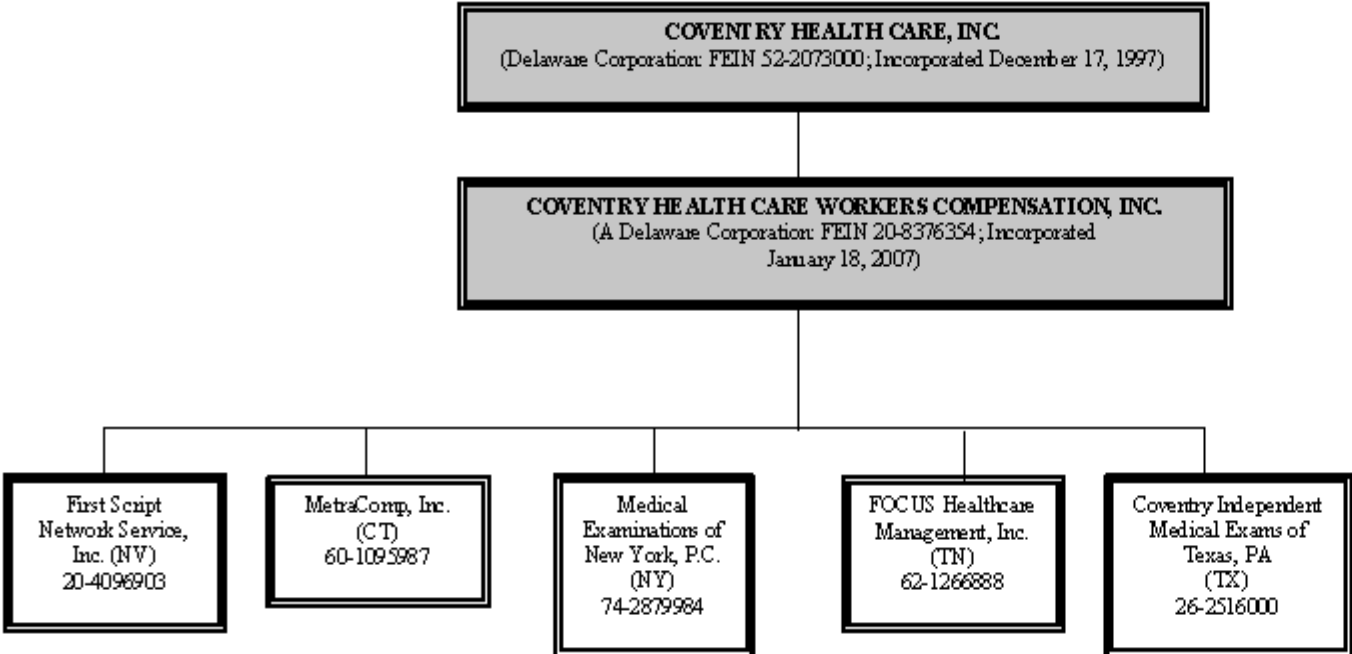
## PART 1 - ORGANIZATIONAL CHART



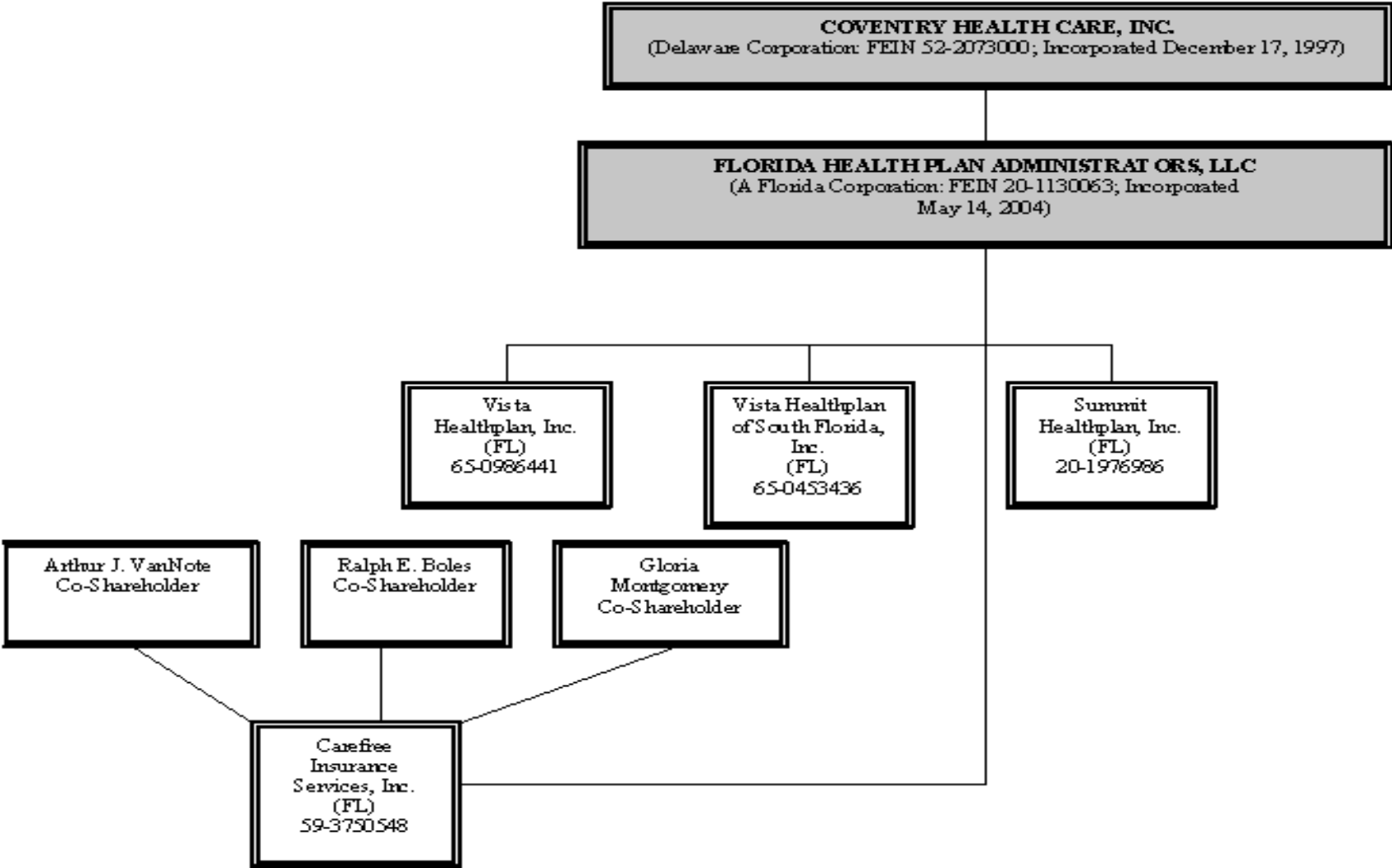
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



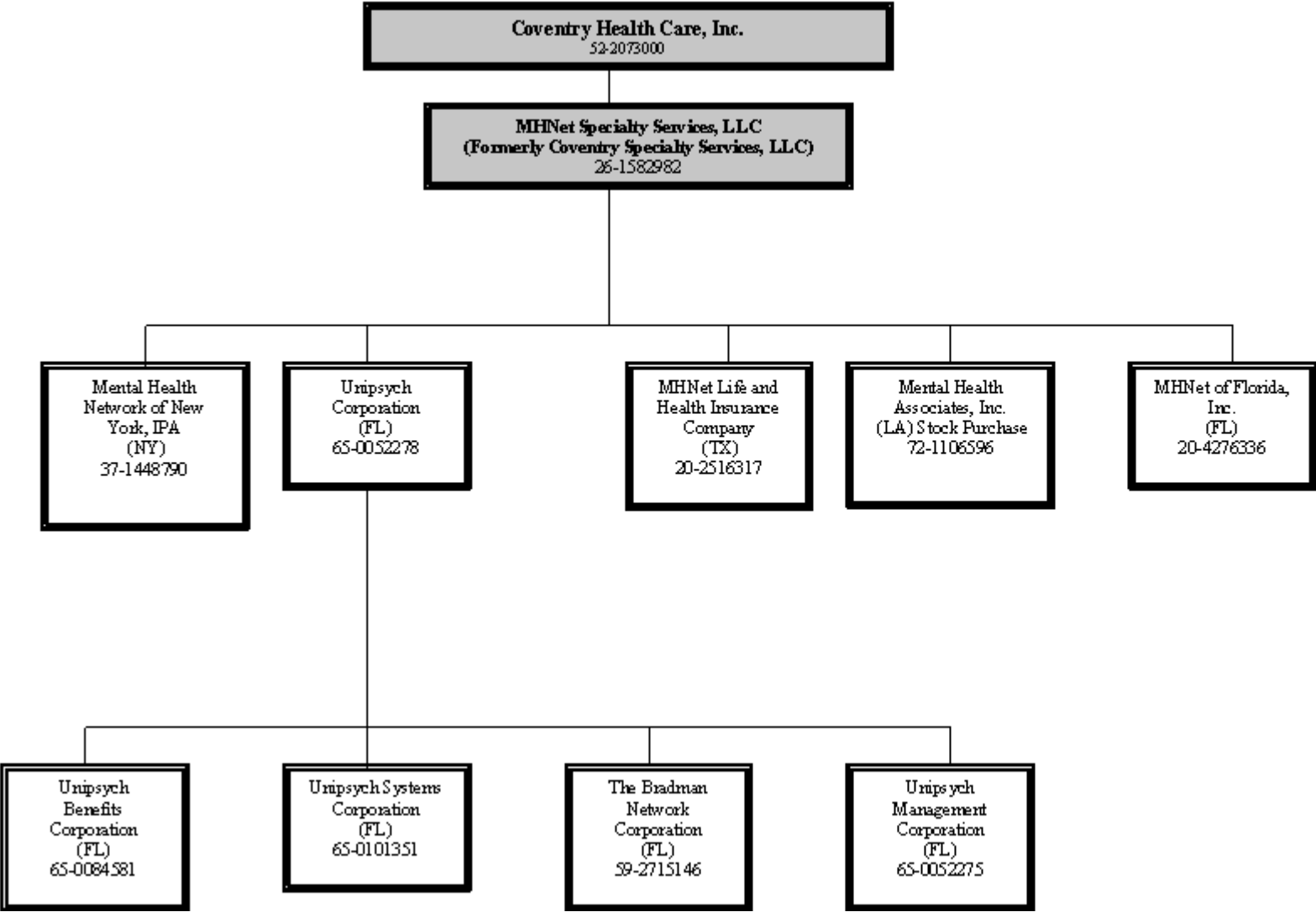
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



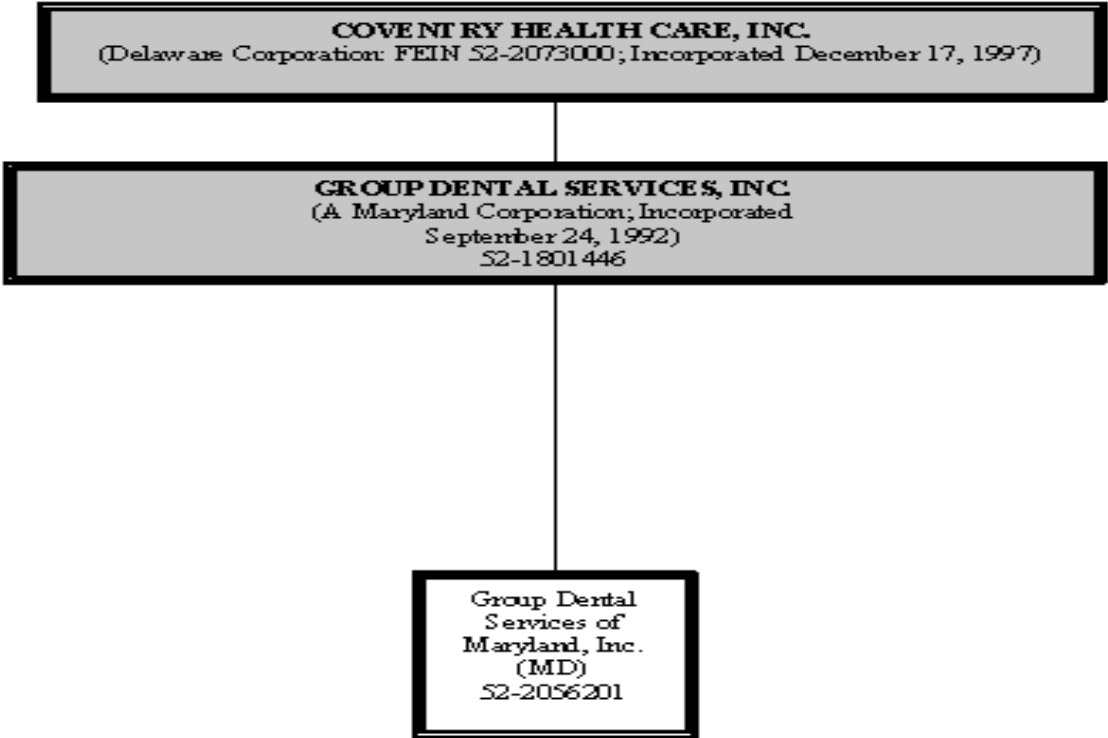
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



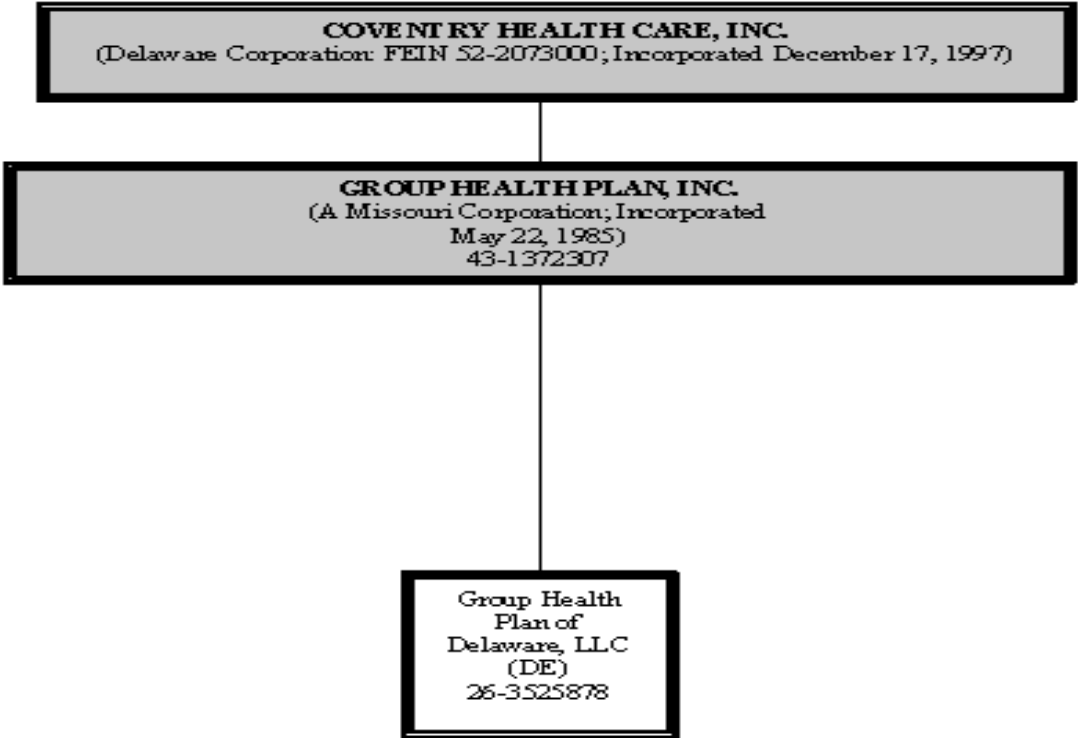
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART





SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

Explanation:

Bar Code:

**OVERFLOW PAGE FOR WRITE-INS**

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		0
2.2 Additional investment made after acquisition .....		0
3. Current year change in encumbrances .....		0
4. Total gain (loss) on disposals .....		0
5. Deduct amounts received on disposals .....		0
6. Total foreign exchange change in book/adjusted carrying value .....		0
7. Deduct current year's other than temporary impairment recognized .....		0
8. Deduct current year's depreciation .....		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts .....	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1. Actual cost at time of acquisition .....		0
2.2. Additional investment made after acquisition .....		0
3. Capitalized deferred interest and other .....		0
4. Accrual of discount .....		0
5. Unrealized valuation increase (decrease) .....		0
6. Total gain (loss) on disposals .....		0
7. Deduct amounts received on disposals .....		0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		0
10. Deduct current year's other than temporary impairment recognized .....		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	0	0
12. Total valuation allowance .....		0
13. Subtotal (Line 11 plus Line 12) .....	0	0
14. Deduct total nonadmitted accounts .....	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1. Actual cost at time of acquisition .....		0
2.2. Additional investment made after acquisition .....		0
3. Capitalized deferred interest and other .....		0
4. Accrual of discount .....		0
5. Unrealized valuation increase (decrease) .....		0
6. Total gain (loss) on disposals .....		0
7. Deduct amounts received on disposals .....		0
8. Deduct amortization of premium and depreciation .....		0
9. Total foreign exchange change in book/adjusted carrying value .....		0
10. Deduct current year's other than temporary impairment recognized .....		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	0	0
12. Deduct total nonadmitted amounts .....	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	18,649,292	22,338,101
2. Cost of bonds and stocks acquired .....	515,525	7,485,527
3. Accrual of discount .....	4,610	6,127
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals .....	47,450	(50,445)
6. Deduct consideration for bonds and stocks disposed of .....	650,366	10,917,921
7. Deduct amortization of premium .....	96,039	135,475
8. Total foreign exchange change in book/adjusted carrying value .....		0
9. Deduct current year's other than temporary impairment recognized .....		76,622
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7+8-9)	18,470,472	18,649,292
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	18,470,472	18,649,292

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	38,577,485	67,463,961	66,930,826	(30,999)	39,274,150	38,577,485	39,079,621	37,850,428
2. Class 2 (a).....	54,025				54,025	54,025	54,025	.0
3. Class 3 (a).....	.0				.0	.0	.0	.0
4. Class 4 (a).....	.0				.0	.0	.0	.0
5. Class 5 (a).....	.0				.0	.0	.0	.0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	38,631,510	67,463,961	66,930,826	(30,999)	39,328,175	38,631,510	39,133,646	37,850,428
<b>PREFERRED STOCK</b>								
8. Class 1 .....	.0				.0	.0	.0	.0
9. Class 2 .....	.0				.0	.0	.0	.0
10. Class 3 .....	.0				.0	.0	.0	.0
11. Class 4 .....	.0				.0	.0	.0	.0
12. Class 5 .....	.0				.0	.0	.0	.0
13. Class 6 .....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	38,631,510	67,463,961	66,930,826	(30,999)	39,328,175	38,631,510	39,133,646	37,850,428

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ ..... ; NAIC 2 \$ ..... ;  
NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

SCHEDULE DA - PART 1  
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	19,323,607	XXX	19,323,607	0	0

SCHEDULE DA - VERIFICATION  
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	18,636,643	23,562,896
2. Cost of short-term investments acquired .....	184,341,055	207,379,819
3. Accrual of discount .....	0	4,594
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	183,654,090	212,310,666
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	19,323,608	18,636,643
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	19,323,608	18,636,643

Schedule DB - Part F - Section 1  
NONE

Schedule DB - Part F - Section 2  
NONE

SCHEDULE E - VERIFICATION  
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	564,494	0
2. Cost of cash equivalents acquired .....	9,014,869	9,126,172
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals .....	8,239,795	8,561,677
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	1,339,568	564,495
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,339,568	564,495

Schedule A - Part 2  
**NONE**

Schedule A - Part 3  
**NONE**

Schedule B - Part 2  
**NONE**

Schedule B - Part 3  
**NONE**

Schedule BA - Part 2  
**NONE**

Schedule BA - Part 3  
**NONE**

Schedule D - Part 3  
**NONE**



## E05

## E05

E05

E05

Schedule DB - Part A - Section 1  
NONE

Schedule DB - Part B - Section 1  
NONE

Schedule DB - Part C - Section 1  
NONE

Schedule DB - Part D - Section 1  
NONE

**STATEMENT AS OF SEPTEMBER 30, 2009 OF THE OmniCare Health Plan, Inc.**

## SCHEDULE E - PART 1 - CASH

[illegible]

## E09

## E09

E09

E09